

Central Victorian Gospel Radio Inc.

ASSOCIATION RULES

(Based upon the Associations Incorporation Reform Act 2012 Model Rules)

Registration Number A0008117K

Revised November 2016

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Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members.

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "*Central Victorian Gospel Radio*".

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2 Purposes

The purposes of the association are—

‘To provide and facilitate Christian Radio in the Wider Central Victorian Area.’

3 Financial year

The financial year of the Association is each period of 12 months ending on [30 June].

4 Definitions

In these Rules—

absolute majority, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

associate member means a member referred to in rule 14(1);

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 43;

Committee means the Committee having management of the business of the Association;

Committee Meeting means a meeting of the Committee held in accordance with these Rules;

committee member means a member of the Committee elected or appointed under Division 3 of Part 5;

financial year means the 12 month period specified in rule 3;

General Meeting means a General Meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

member means a member of the Association;

member entitled to vote means a member who under rule 13(2) is entitled to vote at a General Meeting;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, to vote in favour of the resolution;

the Act means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested.
 - (d) secure the repayment of money raised, or the payment of a debt or liability;
 - (e) appoint agents to transact business on its behalf;
 - (f) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

- (1) The Association must have at least 5 members.

8 Who is eligible to be a member

- (1) Any person over the age of 18 years who supports the purposes of the Association, including the Articles of Faith, (Appendix 1) is eligible for membership.

9 Application for membership

- (1) To apply to become a member of the Association, a person must submit a written application to a committee member stating that the person—
 - (a) wishes to become a member of the Association; and
 - (b) supports the purposes of the Association; and

- (c) agrees to comply with these Rules.
- (d) agrees to the Articles of Faith. (Appendix 1)

(2) The application—

- (a) must be signed by the applicant; and
- (b) must be accompanied by the joining fee.

Note

The joining fee is the fee (if any) determined by the Association under rule 12(3).

10 Consideration of application

- (1) As soon as practicable after receiving an application for membership, the secretary shall refer the application to the committee which shall determine whether to approve or reject the application. An application may only be rejected if
 - (a) there are reasonable grounds to believe that the applicant would not abide by the Rules and Purposes of the Association; or
 - (b) the applicant refuses to be in agreement with the Statement of Faith of the Association; or
 - (c) there are reasonable grounds to believe that the applicant will engage in conduct prejudicial to the Association; or
 - (d) required by law; or
 - (e) the applicant has been convicted of an indictable offence; or
 - (f) there are reasonable grounds to believe that the applicant would not abide by the Community Broadcasting Code of Practice; or
 - (g) there are reasonable grounds to believe that the applicant would pose a security risk to the members or premises of the association.
- (2) Where the committee resolves –
 - (a) to approve an application for membership, the secretary shall, as soon as practicable after that resolution, notify the applicant of that approval and request the applicant to pay within the period of 28 days after receipt by the applicant of the notification the sum payable under these rules by a member as membership fee.
 - (b) to reject an application for membership, the applicant shall have the right of reply and appeal under rule 20 and 21. Where the applicant exercises the right of reply the resolution of the committee is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after the service on the applicant of a notice under clause 20(1), confirms the resolution in accordance with this rule.
- (3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (4) The secretary shall -
 - (a) on payment by the applicant of the amount set according to clause (12) within the period referred to in that clause; or
 - (b) upon resolution of the committee to reject an application being overturned on reply or appeal and payment of the required membership fee by the applicant, enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

11 New membership

- (1) If an application for membership is approved by the Committee—
 - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - (a) the Committee approves the person's membership; or
 - (b) the person pays the joining fee.

12 Annual subscription and fee on joining

- (1) At each Annual General Meeting, the Association must determine—
 - (a) the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription. (Nominally set for the 31st of March)
- (2) The Association may determine that a lower annual subscription is payable by associate members.
- (3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13 General rights of members

- (1) A member of the Association who is entitled to vote has the right—
 - (a) to receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a General Meeting; and
 - (c) to attend and be heard at General Meetings; and
 - (d) to vote at a General Meeting; and
 - (e) to have access to the minutes of General Meetings and other documents of the Association as provided under rule 72; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - (a) the member is a member other than an associate member; and

- (b) more than 10 business days have passed since he or she became a member of the Association; and
- (c) the member's membership rights are not suspended for any reason.

14 Associate members

- (1) Associate members of the Association include—
 - (a) any members under the age of 18 years; and
 - (b) any other category of member as determined by special resolution at a general meeting.
- (2) An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

15 Rights not transferable

- (1) The rights of a member are not transferable and end when membership ceases.

16 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

17 Resigning as a member

- (1) A member may resign by notice in writing given to the Association.

Note

Rule 71(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

- (2) A member is taken to have resigned if—
 - (a) the member's annual subscription is more than 12 months in arrears.

18 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) if the member is an associate member, a note to that effect;
 - (v) any other information determined by the Committee; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary action

19 Grounds for taking disciplinary action

- (1) The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—
 - (a) has failed to comply with these Rules; or
 - (b) refuses to support the Purposes or Statement of Faith of the Association; or
 - (c) has engaged in conduct prejudicial to the Association.

20 Right of Reply of rejected applicant or disciplined member

- (1) Where the committee passes a resolution under rule 10(2)(b) or rule 19, the secretary shall, within 7 days, cause a notice in writing to be served on the applicant or member subject of the resolution
 - (a) setting out the resolution of the committee and the grounds on which it is based;
 - (b) stating that the applicant or member subject of the resolution may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the applicant or member subject of the resolution that he may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (2) At a meeting of the committee held as referred to in clause (1) the committee shall-
 - (a) give the applicant or member subject of the resolution an opportunity to make oral representations
 - (b) give due consideration to any written representations submitted to the committee by the applicant or member subject of the resolution at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution.
- (3) Where the committee confirms a resolution under clause (2), the secretary shall, within 7 days after that confirmation, by notice in writing inform the applicant or member subject of the resolution of the reasons for the confirmation and of the right of appeal under rule 21.
- (4) A resolution confirmed by the committee does not take effect:
 - (a) until the expiration of the period within which the applicant or member subject of the resolution is entitled to appeal against the resolution where the applicant or member subject of the resolution does not exercise the right of appeal within that period; or
 - (b) where within that period the applicant or member subject of the resolution exercises the right of appeal, unless and until the association confirms the resolution under rule 21(4), whichever is the later.

21 Right of Appeal of rejected applicant or disciplined member

- (1) A rejected applicant or member may appeal to the association at a general meeting against a resolution of the committee under rule 10, within 7 days after notice of the resolution is served on the rejected applicant or member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the rejected applicant or member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a rejected applicant or member under clause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under clause (3):
 - (a) no business other than the question of the appeal is to be transacted; and
 - (b) the committee and the rejected applicant or member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked; and
 - (d) a member may not vote by proxy at the meeting.
- (5) If at the general meeting, the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed and takes effect immediately after the vote is passed.

Division 3—Grievance procedure

22 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member;
 - (b) a member and the Committee;
 - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

23 Parties must attempt to resolve the dispute

- (1) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

24 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 23, the parties must within 10 days—
 - (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—

- (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
- (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

25 Mediation process

- (2) The mediator to the dispute, in conducting the mediation, must—
- (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (3) The mediator must not determine the dispute.

26 Failure to resolve dispute by mediation

- (2) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

27 Annual General Meetings

- (1) The Committee must convene an Annual General meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Committee may determine the date, time and place of the Annual General Meeting.
- (3) The ordinary business of the Annual General Meeting is as follows—
- (a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the Committee;
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (4) The Annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.

28 Special General Meetings

- (1) Any General Meeting of the Association, other than an Annual General Meeting, is a Special General Meeting.
- (2) The Committee may convene a Special General Meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 27 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 30 and the majority of members at the meeting agree.

29 Special General Meeting held at request of members

- (1) The Committee must convene a Special General Meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a Special General Meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Committee does not convene a Special General Meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the Special General Meeting.
- (4) A Special General Meeting convened by members under subrule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a Special General Meeting under subrule (3).

30 Notice of General Meetings

- (1) The Secretary (or, in the case of a Special General Meeting convened under rule 29(3), the members convening the meeting) must give to each member of the Association—
 - (a) at least 21 days' notice of a General Meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a General Meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution.

31 Proxies

- (1) The use of Proxy votes is not permissible.

32 Use of technology

- (1) A member must be physically present at the meeting to participate in proceedings.

33 Quorum at General Meetings

- (1) No business may be conducted at a General Meeting unless a quorum of members is present.
- (2) The quorum for a General Meeting is the presence of 10% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 29—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 29.

- (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

34 Adjournment of General Meeting

- (1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Committee at an Annual General Meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 30.

35 Voting at General Meeting

- (1) On any question arising at a general meeting—
 - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
 - (b) members will vote personally and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

36 Special resolutions

- (1) A special resolution is passed if not less than three quarters of the members voting at a General Meeting vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

37 Determining whether resolution carried

- (1) Subject to subrule (2), the Chairperson of a General Meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

38 Minutes of General Meeting

- (1) The Committee must ensure that minutes are taken and kept of each General Meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each Annual General Meeting must include—
 - (a) the names of the members attending the meeting; and

- (b) the financial statements submitted to the members in accordance with rule 27(3)(b)(ii); and
- (c) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

39 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee may—
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

40 Delegation

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

41 Composition of Committee

- (1) The Committee consists of—
 - (a) a President; and
 - (b) a Vice-President; and
 - (c) a Secretary; and
 - (d) a Treasurer; and
 - (e) 5 ordinary members elected under rule 50.
 - (f) a position for the General Manager in an ex-officio capacity, a non elected, non-voting position held for the General Manager when the Incorporation has a person in this position.

42 General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a General Meeting.

43 President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any General Meetings and for any Committee Meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a General Meeting—a member elected by the other members present; or
 - (b) in the case of a Committee Meeting—a committee member elected by the other committee members present.

44 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
 - (a) maintain the register of members in accordance with rule 18; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 67(3), all books, documents and securities of the Association in accordance with rules 69 and 72; and

- (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of General Meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

45 Treasurer

- (1) The Treasurer must—
- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within (14) working days after receipt; and
 - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by at least 2 committee members.
- (2) The Treasurer must—
- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Division 3—Election of Committee members and tenure of office

46 Who is eligible to be a Committee member?

- (1) A member is eligible to be elected or appointed as a committee member if the member—
- (a) is 18 years or over; and
 - (b) is entitled to vote at a General Meeting.

47 Nominations

- (1) Nominations of candidates for election to the Committee;-
- (a) shall be made in writing, signed by two (2) members of the Association and accompanied by a written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the Secretary of the Association not less than 7 days before the date fixed for holding the Annual General Meeting.
- (2) If insufficient nominations are received prior to the Annual General Meeting to fill all Committee vacancies, the Chairperson overseeing elections shall receive nominations from the floor at the Annual General Meeting. An eligible member of the Association may—
- (a) nominate himself or herself; or

- (b) with the member's consent, be nominated by another member.
- (c) nominations are to be seconded by another member at the meeting.

48 Committee Positions to be declared vacant

- (1) This rule applies to—
 - (a) any Annual General Meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must hold elections for the Committee positions that are vacant (due to the completion of their term, resignation or other) in accordance with rules 49 to 51.

Note

See Rule 52(1), Only 3 committee positions are vacated each year unless resignation or other circumstances create more vacant positions on the committee.

- (3) The Chairperson of the meeting must declare all Office positions on the Committee vacant and hold elections for those positions in accordance with rules 50 to 51.

49 Election of Committee members

- (1) A single election in accordance with rule 51 may be held to fill all of the vacant Committee positions.
- (2) Each candidate must receive a 2/3rds majority to be elected to the Committee.

50 Election of President etc.

- (1) At the Annual General Meeting, separate elections must be held for each of the following office bearers—
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
- (2) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position. (Persons nominated for office bearers must be from the committee members, newly elected to the committee or existing committee members)
- (3) If only one Committee member is nominated for one of the office bearer positions, the Chairperson of the meeting must declare the member elected to the position.
- (4) If more than one member is nominated, a ballot must be held in accordance with rule 51.
- (5) On his or her election, the new President may take over as Chairperson of the meeting.

51 Ballot

- (1) The Chairperson of the meeting must appoint 2 members to act as returning officers to conduct the ballot.
- (2) The returning officers must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.

- (5) The returning officers must give a ballot paper to each member present in person. Voting by proxy is not permitted.
- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officers must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officers are unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officers must—
 - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected.

52 Term of office

- (1) Election to the committee is for a full 3 year term. (Unless the position has been vacated due to subrule 3 or rule 53). 3 Committee positions on a rotational basis will become vacant for Election each year unless additional vacancies are created by subrule 3 or rule 53. (This process of 3 positions becoming vacant each year, is to help ensure continuity of specialised business expertise within the organisation)
- (2) A committee member may be re-elected.
- (3) A general meeting of the Association may—
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

53 Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
 - (a) ceases to be a member of the Association; or

- (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 64; or
- (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

Note

A Committee member may not hold the office of secretary if they do not reside in Australia.

54 Filling casual vacancies

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that has become vacant under rule 53.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 52 – with the exception of Rule 52 subrule (1) - applies to any committee member appointed by the Committee under Rule 54 subrule (1) or (2). Any temporary appointment of a member to fill a vacancy of Office or Ordinary position on the committee must be vacated at the next Annual General Meeting following his/her temporary appointment. At this Annual General Meeting, if there is still any unexpired period of the original vacating Officer or Ordinary member's 3 year term, there shall be an election for the committee position, for the remainder of that term.
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

55 Meetings of Committee

- (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the Annual General Meeting of the Association at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

56 Notice of meetings

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

57 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 56 provided that as much notice as practicable is given to each committee member by the quickest means practicable.

- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

58 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

59 Use of technology

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

60 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 56.

61 Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

62 Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and

- (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a General Meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

63 Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 62.

64 Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

65 Source of funds

- (1) The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

66 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a General Meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 14 working days after receipt.

- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

67 Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

68 Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

69 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
 - (a) the name of the Association must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
 - (c) the common seal must be kept in the custody of the Secretary.

70 Registered address

- (1) The registered address of the Association is—
 - (a) the address determined from time to time by resolution of the Committee; or
 - (b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

71 Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 57.
- (3) Any notice required to be given to the Association or the Committee may be given—
 - (a) by handing the notice to a member of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Committee determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

72 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of General Meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

Note

See note following rule 18 for details of access to the register of members.

- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

73 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

74 Alteration of Rules

- (1) These Rules may only be altered by special resolution of a general meeting of the Association.

Part 8 – PUBLIC FUND OF THE ASSOCIATION

75 Public Fund

- (1) The Association shall establish and maintain a public fund compliant with the requirements of Subdivision 30-F of the *Income Tax Assessment Act 1997* as amended or replaced from time to time.
- (2) The fund shall be called the “Central Victorian Gospel Radio Inc Public Fund” (“the Fund”).
- (3) The principal purpose of the Fund shall be, "To promote community radio broadcasting and the broadcast, performance and understanding of music, particularly Australian music and Christian music”.
- (4) The public shall be invited to contribute to the Fund.
- (5) The Fund shall be administered by a management committee, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Association.
- (6) There shall be at least three members of the committee and the majority of the members shall have the requisite degree of responsibility to the general community provided for by the Income Tax Assessment legislation and may or may not be members of the Association:
- (7) Gifts and deductible contributions to the Fund shall be kept separate from any other Association funds and held in a separate financial institution account and the Fund shall have its own accounting records and procedures.
- (8) All gifts and deductible contributions to the Fund and interest accruing thereon, shall be credited to and kept in the Fund. (Grants shall not be credited to the fund. Sponsorships and payments by a business in exchange for promotional or advertising services shall not be credited to the Fund).
- (9) Money in the Fund shall only be used to further the principal purpose.
- (10) Investment of monies in the Fund shall be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

- (11) No monies in the Fund or assets of the Fund shall be distributed to members of the managing committee of the Fund or members or office bearers of the Association except as reimbursement for out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services to the Fund.
- (12) The Department responsible for the administration of the Register of Cultural Organisations shall be notified of any proposed amendments or alterations to provisions for the Fund, for it to assess the effect of any amendments on the fund's continuing Deductible Gift Recipient status.
- (13) The association will provide to the Department statistical information on all gifts made to the Fund every 6 months.
- (14) Receipts for gifts to the Fund shall state:
 - (a) the name of the Fund and that the receipt is for a gift made to the public fund;
 - (b) the Australian Business Number of the Association;
 - (c) the fact that the receipt is for a gift; and
 - (d) any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*.

76 Winding up of the Fund

- (1) The Committee may decide at any time to wind up or dissolve the fund.
 - (2) If upon the winding-up or dissolution of the Fund there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among the members of the Association, office bearers of the Association or members of the committee, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997* and listed on the Register of Cultural Organisations maintained under the Act.
 - (3) Any reference herein to the Income Tax Assessment Act or the requirements of the Australian Tax Office shall include any amendment or replacement of that Act or those requirements from time to time.
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Appendix 1.

ARTICLES OF FAITH

All Management Committee Members, Staff, and Programme Presenters of Central Victorian Gospel Radio Inc. will have acknowledged in writing, their acceptance of the Articles of Faith as adopted by Central Victorian Gospel Radio Inc. as set out here under;

- A. A whole-hearted acceptance of the Revelation of God given in the Old and New Testaments.
- B. A confession of Faith herein set forth and summarised in such historic statements of the Christian Church as the “Apostles Creed”.
- C. In particular, the assertion of the Doctrines, summarily stated as follows;
 - 1. One God eternally existent in three Persons, The Father, The Son and the Holy Spirit.
 - 2. The Deity and perfect humanity of Jesus Christ, His virgin birth, His atoning death, His bodily resurrection, His ascension to Heaven, His mediatory work, intercession and reign and His personal return in power and glory as Judge of all mankind.
 - 3. The universal sinfulness of human nature in consequence of the fall, making men subject to God’s wrath and condemnation.
 - 4. Redemption from the guilt and power of sin through the sacrificial death of Jesus Christ as our representative and substitute and the justification of the sinner by Grace through Faith alone.
 - 5. The necessity of the work of the Holy Spirit in the regeneration of the sinner and the sanctification of the believer.
 - 6. The unity in the Holy Spirit of all true believers in the Church, which is the Body of Christ.
 - 7. The Divine Inspiration of all Holy Scripture, its trustworthiness and its supreme authority and sufficiency in all matters of faith and conduct, as contained in the Holy Bible